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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

AMENDMENT NO. 5 TO THE PLAN SUPPLEMENT

On October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a Plan Supplement, ECF No. 21254 (as amended, the “Plan Supplement”), containing documents and schedules in connection with the Debtors’ Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 31, 2011, ECF No. 19627 (as amended and modified, the “Plan”).¹ On November 4, 2011, the Debtors filed Amendment No. 1 to the Plan Supplement, ECF No. 21665. On November 15, 2011, the Debtors filed Amendment No. 2 to the Plan Supplement, ECF No. 22156. On November 22, 2011, the Debtors filed Amendment No. 3 to the Plan Supplement, ECF No. 22590. On November 29, 2011, the Debtors filed Amendment No. 4 to the Plan

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

Supplement, ECF No. 22742. In accordance with section 11.1 of the Plan, this Amendment No. 5 to the Plan Supplement removes certain executory contracts from and adds another executory contract to Exhibit 2 of the Plan Supplement.

Pursuant to section 11.1 of the Plan, the Debtors reserve the right to alter, amend, update, supplement, or modify the Plan Supplement.

Pursuant to Section 15.5 of the Plan, the Plan Supplement may be obtained on the Debtors' independent website at www.lehman-docket.com or by request to the Debtors in accordance with section 15.12 of the Plan.

Dated: December 2, 2011
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
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Attorneys for Debtors
and Debtors in Possession

EXHIBIT A

CONTRACTS TO BE REMOVED FROM EXHIBIT 2 TO THE PLAN SUPPLEMENT

**THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON
EXHIBIT 2, PART A – DERIVATIVES CONTRACTS – ARE HEREBY REMOVED
FROM EXHIBIT 2 AND ARE NO LONGER SCHEDULED FOR ASSUMPTION**

Counterparty	Debtor	Title of Agreement	Notice Address
ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CO	LEHMAN BROTHERS SPECIAL FINANCING INC.	Forward Purchase Agreement dated on 12/30/1994	111 North Orlando Avenue Winter Park, FL, 32789 Attn: Gary Skilton
	LEHMAN BROTHERS SPECIAL FINANCING INC.	1992 ISDA MA - Multi-Currency Cross Border dated on 1/3/1997 ²	111 North Orlando Avenue Winter Park, FL, 32789 Attn: Gary Skilton
ANTHRACITE BALANCE COMPANY (DIS 1) LTD	LEHMAN COMMERCIAL PAPER INC.		AIB International Centre I.F.S.C Dublin, 1 Ireland The Directors
ANTHRACITE BALANCED CO (LIBGDF) LTD-JR6 (ME)	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (32) LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (36) LTD	LEHMAN COMMERCIAL PAPER INC.		AIB International Centre I.F.S.C Dublin, 1 Ireland The Directors

² This contract is removed from Exhibit 2 to the Plan Supplement because it is duplicative of the 1992 ISDA MA – Multi-Currency Cross Border, dated on 1/3/1997, between Lehman Brothers Special Financing Inc. and Adventist Health System/Sunbelt, Inc. (the “1992 ISDA”). The 1992 ISDA remains on Exhibit 2 to the Plan Supplement and is scheduled for assumption.

Counterparty	Debtor	Title of Agreement	Notice Address
ANTHRACITE BALANCED COMPANY (40) LTD	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (44) LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (AWF) LTD	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (GMN) LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (JR-27) LTD	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY (R-26) LIMITED	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE BALANCED COMPANY IR-19	LEHMAN BROTHERS SPECIAL FINANCING INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors

Counterparty	Debtor	Title of Agreement	Notice Address
	LEHMAN COMMERCIAL PAPER INC.		Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE INVESTMENT (IRELAND) PLC (SERIES 10)	LEHMAN BROTHERS SPECIAL FINANCING INC.		Anthracite Investments (Ireland) PLC AIB International Centre IFSC Dublin 1 Ireland
			North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands
			Strathvale House North Church Street PO BOX 1109 GT Grand Cayman, Cayman Islands Attn: The Directors
ANTHRACITE INVESTMENTS (CAYMAN) LTD	LEHMAN COMMERCIAL PAPER INC.		AIB International Centre I.F.S.C Dublin, 1 Ireland The Directors
	LEHMAN BROTHERS SPECIAL FINANCING INC.		AIB International Centre I.F.S.C Dublin, 1 Ireland The Directors
	LEHMAN COMMERCIAL PAPER INC.		AIB International Centre I.F.S.C Dublin, 1 Ireland The Directors
BOULTBEE VASTERAS AB	LEHMAN BROTHERS SPECIAL FINANCING INC.		Boultee (V��ster��s) AB, c/o EFM (Sverige) AB Box 49166, Stockholm Fleminggatan 48, Stockholm, 100 29 Sweden

Counterparty	Debtor	Title of Agreement	Notice Address
			Boultbee (V��ster��s) AB, c/o EFM (Sverige) AB Box 49166, Stockholm Fleminggatan 48, Stockholm, 100 29 Sweden
CONVEX MASTER FUND LTD	LEHMAN BROTHERS SPECIAL FINANCING INC.		c/o Convex Master Fund, Ltd Torre de los Profesionales Yaguaron 1407 Office 610, Montevideo 11000 Uruguay Attn: Andres Azicri
DANSKE BANK A/S	LEHMAN BROTHERS SPECIAL FINANCING INC.		2-12 Holmens Kanal Copenhagen K DK1092 Denmark Attn: Danske Markets Legal
DUBAI HOLDING COMM OPERAT	LEHMAN BROTHERS SPECIAL FINANCING INC.		Dubai Holdings PO. Box 66000 Dubai, United Arab Emirates Attn: Dubai Holdings
EFG PRIVATE BANK S.A.	LEHMAN BROTHERS SPECIAL FINANCING INC.		24, Quai du Seujet CH-1211 Geneva 2 Switzerland
GUADELETE INVESTMENTS S.A.R.L	LEHMAN BROTHERS SPECIAL FINANCING INC.		Guadelete Investments SARL 22 Rue Jean-Pierre Brasseur Luxembourg, L 1258 Luxembourg
			HSBC Bank, USA CTLA - Structured Finance 10 East 40th Street, Floor 14 New York, NY, 10016 Attn: Thomas Musarra

Counterparty	Debtor	Title of Agreement	Notice Address
ING USA ANNUITY & LIFE INSURANCE COMPANY	LEHMAN BROTHERS SPECIAL FINANCING INC.	May 22, 2007 ISDA	ING USA Annuity and Life Insurance Company c/o ING Investment Management LLC 5780 Powers Ferry Road, N.W. - Suite 300 Atlanta, GA, 30327-4349 Attention: Derivatives Middle Office
			ING Investment Management LLC 5780 Powers Ferry Road, N.W. Suite 300 Atlanta, GA, 30327-4349 Attention: Corporate Counsel
			ING Investment Management 230 Park Avenue, 15th Floor New York, NY, 10169 Attention: Armand Aponte
ISRAEL DISCOUNT BANK	LEHMAN BROTHERS SPECIAL FINANCING INC.		Israel Discount Bank Ltd Nightingale House 65 Curzon Street London , W1Y 7PE United Kingdom
			Israel Discount Bank Ltd Nightingale House 65 Curzon Street London, W1Y 7PE United Kingdom
KLINE GALLAND CENTER	LEHMAN BROTHERS SPECIAL FINANCING INC.		1200 University Street Seattle, WA , 98101-2883 Attn: Chief Fiancial Officer
			c/o Cain Brothers 360 Madison Avenue, 5th Floor New York, NY, 10017 Attn: Derivative Operations

Counterparty	Debtor	Title of Agreement	Notice Address
LB PERU TRUST II, 1998-A	LEHMAN BROTHERS SPECIAL FINANCING INC.		HSBC Bank, USA CTLA - Structured Finance 10 East 40th Street, Floor 14 New York, NY, 10016 Attn: Thomas Musarra
LEHMAN RE LIMITED	LEHMAN BROTHERS COMMERCIAL CORPORATION		3 World Financial Center 9th floor New York, NY, 10285-0700 USA
			Clarendon House 2 Church Street Hamilton, HM11 Bermuda
			PWC, Dorchester House 7 Church Street Hamilton, HM11 Bermuda
			Sofia House 48 Church St Hamilton, HM12 Bermuda
	LEHMAN BROTHERS SPECIAL FINANCING INC.		3 World Financial Center 9th floor New York, NY, 10285-0700 USA
			Clarendon House 2 Church Street Hamilton, HM11 Bermuda
			PWC, Dorchester House 7 Church Street Hamilton, HM11 Bermuda
			Sofia House 48 Church St Hamilton, HM12 Bermuda
NGA CAPITAL FUND LIMITED	LEHMAN BROTHERS SPECIAL FINANCING INC.		c/o Investors Fund Services (Ireland) Limited Block D, Iveagh Court Harcourt Road Dublin 2, Ireland Laura O'Doherty

Counterparty	Debtor	Title of Agreement	Notice Address
MASSACHUSETTS STATE COLLEGE BUILDING AUTHORITY	LEHMAN BROTHERS SPECIAL FINANCING INC.	Float Forward Agreement dated on 1/25/1995	136 Lincoln Street Boston, MA , 02111
OAK HILL STRATEGIC PARTNERS, L.P.	LEHMAN BROTHERS OTC DERIVATIVES INC.		Oak Hill Strategic Partners, L.P. 201 Main Street Suite 1600 Fort Worth, TX, 76102 Attn: Joanathan Nunnaley
QUARTZ FINANCE PLC SERIES 2003-1 CLASS A	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA Master Agreement dated as of 10 October 2002, as amended and supplemented from time to time between Dante Finance plc and Lehman Brothers Special Financing Inc.	c/o The Bank of New York Mellon-London Branch One Canada Square London E14 5AL England Attn: Sanjay Jobanputra – Vice President, Global Corporate Trust
QUARTZ FINANCE PLC SERIES 2003-1 CLASS B	LEHMAN BROTHERS SPECIAL FINANCING INC.	ISDA Master Agreement dated as of 10 October 2002, as amended and supplemented from time to time between Dante Finance plc and Lehman Brothers Special Financing Inc.	c/o The Bank of New York Mellon-London Branch One Canada Square London E14 5AL England Attn: Sanjay Jobanputra – Vice President, Global Corporate Trust
Thomas Cook AG	LEHMAN BROTHERS COMMODITY SERVICES INC.		Thomas Cook Group Plc 6th Floor South, Brettenham House Lancaster Place, London, WC2E 7EN UK Attn: Richard Walker (Fuel Dealer)
UNIVERSITY OF PITTSBURGH - COMMONWEALTH SYSTEM	LEHMAN BROTHERS SPECIAL FINANCING INC.		2403 Cathedral of Learning Pittsburgh, PA , 15260 Attn: Treasurer

Counterparty	Debtor	Title of Agreement	Notice Address
			University of Pittsburg 2403 Cathedral of Learning Pittsburgh, PA, 15260 Attn: Treasurer
STEPHEN G MACKENZIE & ELIZABETH MACKENZIE JTWROS	LEHMAN BROTHERS OTC DERIVATIVES INC.		103 Chichester Road New Canaan, CT, 06840 Attn: Mr. Stephen G MacKenzie

EXHIBIT B

CONTRACT TO BE ADDED TO EXHIBIT 2 TO THE PLAN SUPPLEMENT

**THE FOLLOWING CONTRACT IS HEREBY ADDED TO THE PLAN SUPPLEMENT
ON EXHIBIT 2, PART C – COMMERCIAL REAL ESTATE AGREEMENTS – AND IS
SCHEDULED FOR ASSUMPTION**

Lehman ID Number	Debtor¹	Counterparty	Title of Agreement	Description²	Notice Address
R04A28	LBHI	THE WITKOFF GROUP LLC	ADVISORY SERVICES AGREEMENT	ONGOING SERVICES AGREEMENT	The Witkoff Group LLC Attn: Scott C. Alper 130 EAST 59TH STREET, 15TH FLOOR New York, New York 10022
					THE WITKOFF GROUP LLC 220 EAST 42ND STREET NEW YORK, NEW YORK 10017

¹ LBHI – Lehman Brothers Holdings Inc.
LCPI – Lehman Commercial Paper Inc.
LCPUK – Lehman Commercial Paper Inc., UK Branch
LBSF – Lehman Brothers Special Financing Inc.

² This description is provided for informational purposes only. To the extent there is an inconsistency between this description and the contract, the contract governs.